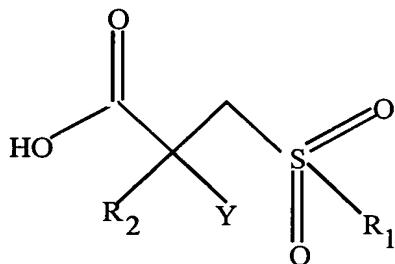


**Claim Amendments**

Please amend claim 4 and cancel claims 6 and 26-30 as follows:

Claims 1-3 (Withdrawn)

4. (Currently Amended) A compound formula 8:



or a pharmaceutically acceptable salt thereof,

wherein

R<sub>1</sub> is

- a) C<sub>4-12</sub> alkyl,
- b) C<sub>4-12</sub> alkenyl,
- c) C<sub>4-12</sub> alkynyl,
- d) -(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-8</sub> cycloalkyl,
- e) -(CH<sub>2</sub>)<sub>n</sub>-aryl,
- f) -(CH<sub>2</sub>)<sub>n</sub>-het,

R<sub>2</sub> is

- a) C<sub>4-12</sub>-alkyl,
- b) C<sub>2-12</sub> alkenyl,
- c) C<sub>2-12</sub> alkynyl,
- d) -(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-8</sub> cycloalkyl,

- e)  $-(CH_2)_h$ - C<sub>3-8</sub> cycloalkenyl,
- f)  $-(CH_2)_h$ -aryl,
- g)  $-(CH_2)_h$ -het,
- h)  $-(CH_2)_h$ -Q,
- i)  $-(CH_2)_i$ -Q or  $-(CH_2)_i$ -~~RX<sub>4</sub>~~  $-(CH_2)_j$ -X-R<sub>4</sub> optionally the  $-(CH_2)_i$ - chain can be substituted with one or two C<sub>1-4</sub> alkyl or phenyl, which in turn can be substituted with one to three halo or C<sub>1-4</sub> alkyl, or

1)  $-(CH_2)_h$ CHR<sub>5</sub>R<sub>6</sub>;

R<sub>3</sub> is

- a) H,
- b) C<sub>3-6</sub> cycloalkyl,
- c) C<sub>1-4</sub> alkyl, or
- d)  $-(CH_2)_h$ -phenyl

X is

- a) -O-
- b) -S(=O)<sub>j</sub>-,
- c) -NR<sub>7</sub>-,
- d) -S(=O)<sub>2</sub>NR<sub>8</sub>-, or
- e) -C(=O)-;

R<sub>4</sub> is

- a) H,
- b) C<sub>1-8</sub> alkyl,
- c)  $-(CH_2)$ -phenyl, or
- d)  $-(CH_2)_h$ -het;

R<sub>5</sub> is

- a) C<sub>1-4</sub> alkyl, or

b)  $-C(=O)R_3;$

R<sub>6</sub> is

- a)  $-C(=O)R_3$ , or
- b)  $-(CH_2)_hC(=O)R_3;$

R<sub>7</sub> is

- a) H,
- b) C<sub>1-4</sub> alkyl,
- c)  $-(CH_2)_h$ -phenyl,
- d)  $-C(=O)-R_3$ ,
- e)  $-S(=O)_2R_3$ , or
- f)  $-C(=O)_2OR_3$   $-C(=O)OR_3$ ;

R<sub>8</sub> is

- a) C<sub>1-4</sub> alkyl, or
- b)  $-(CH_2)_h$ -phenyl,

Y is

- a) -OH,
- b)  $-NR_9R_{10}$ , or
- c) fluoro;

R<sub>9</sub> and R<sub>10</sub> are the same or different and are

- a) H,
- b)  $-C(=O)-R_3$ ,
- c)  $-C(=O)-OR_3$ , or
- d)  $-C(=O)-NHR_3$ ;

aryl is monocarbocyclic, or a bicarbocyclic aromatic moiety;

het is a 5- to 10-membered unsaturated monocyclic or a bicyclic heterocyclic moiety

having one to three atoms selected from the group consisting of oxygen, nitrogen, and sulfur;

Q is a 5- to 10-membered saturated monocyclic or bicyclic heterocyclic moiety having one to two atoms(s) selected from the group consisting of oxygen, nitrogen, and sulfur;

aryl, het, C<sub>1-12</sub> alkyl, C<sub>1-4</sub> alkyl, C<sub>2-12</sub> alkenyl, C<sub>2-12</sub> alkynyl, -C<sub>3-8</sub> cycloalkyl, -C<sub>3-8</sub> cycloalkenyl, Q and phenyl are optionally substituted;

h is 0, 1, 2, 3, 4, 5, or 6;

i is 1, 2, 3, 4, 5, 6, 7, 8, 9 or 10;

j is 0, 1, or 2;

with the following provisos:

- 1)
- a) where R<sub>2</sub> is C<sub>1-6</sub> alkyl, Y is other than -NR<sub>9</sub>R<sub>10</sub>,
  - b) where h is 0, het is attached to the a-position via the carbon atom of heterocyclic moiety, and
  - c) where h is 0, Q is attached to the a-position via the carbon atom of heterocyclic moiety;

and

wherein when Y is -OH and R<sub>1</sub> is substituted phenyl, then R<sub>2</sub> is not C<sub>1-2</sub> alkyl.—

#### Claim 5 (Withdrawn)

#### Claim 6 (Cancelled)

#### Claims 7-19 (Withdrawn)

20. (Previously Added) The compound of Claim 4, wherein R<sub>1</sub> is C<sub>4-12</sub> alkyl.

21. (Previously Added) The compound of Claim 4, wherein R<sub>1</sub> is not C<sub>4-12</sub> alkyl.

22. (Previously Added) The compound of Claim 4, wherein R<sub>1</sub> is -(CH<sub>2</sub>)<sub>h</sub>-aryl.

23. (Previously Added) The compound of Claim 4, wherein R<sub>1</sub> is not -(CH<sub>2</sub>)<sub>n</sub>-aryl.
24. (Previously Added) The compound of Claim 4, wherein R<sub>1</sub> is n-butyl, isobutyl, 1-methylpropyl, tert-butyl, n-pentyl, 3-methybutyl, n-hexyl, n-heptyl, n-octyl, phenyl, 4-methyiphenyl, 4-ethyiphenyl, 4-tertbutylphenyl, 4-isopropyiphenyl, 4-chlorophenyl, 4-bromophenyl, 4-fluorophenyl, 4-trifluoromethylphenyl, 4-methoxyphenyl, 4-ethoxyphenyl, 4-n-butoxyphenyl, benzyl, 4-phenylbenzyl, 2-, 3-, or 4-fluorobenzyl, 2-, 3-, 4-chlorobenzyl, 2-, 3-, 4-bromobenzyl, 4-ethoxybenzyl, 4-phenyiphenyl (biphenyl), 4-chlorobiphenyl, 4-phenoxyphenyl, 4-(pyrid-4-yl)phenyl, 4-(pyrid-4-yl)oxyphenyl, or 4-(benzamido)phenyl.
25. (Previously Added) The compound of Claim 4, wherein R<sub>1</sub> is n-butyl, n-pentyl, n-hexyl, n-heptyl, n-octyl, phenyl, 4-methylphenyl, 4-ethylphenyl, 4-isopropylphenyl, 4-chlorophenyl, 4-bromophenyl, 4-fluorophenyl, 4-methoxyphenyl, 4-butoxyphenyl, benzyl, 4-fluorobenzyl, 4-chlorobenzyl, 4-bromobenzyl, 4-ethoxybenzyl, 4-phenylphenyl, 4-n-butylphenyl, biphenyl, 4-chlorobiphenyl, 4-phenoxyphenyl, 4-(pyrid-4-yl)phenyl, and 4-(pyrid-4-yl)oxyphenyl.
26. (Cancelled)
27. (Cancelled)
28. (Cancelled)
29. (Cancelled)
30. (Cancelled)
31. (Previously Added) The compound of Claim 4, wherein R<sub>2</sub> is -(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-8</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-8</sub> cycloalkenyl, or -(CH<sub>2</sub>)<sub>n</sub>-aryl.
32. (Previously Added) The compound of Claim 4, wherein R<sub>2</sub> is 1-cyano-1-phenyl methyl, 2-cyano ethyl, 2-phenylethyl, 2-bromo-2-phenylethyl, 2-bromoethyl, propyl, isopropyl, 3-chloropropyl, 3-bromopropyl, n-butyl, isobutyl, 3-methylbutyl, 1-methylpropyl, tert-butyl, npentyl, 3-methylbutyl, n-hexyl, n-heptyl, n-octyl, n-hexadecyl, n-octadecyl, 2-propenyl, 2-propynyl, 3-butetyl, 4-pentenyl, 3-butenynyl, 4-pentenynyl, cyclopentyl, cyclohexyl, cyclohexylmethyl, 2-cyclohexylethyl, 4-cyclohexylbutyl, dimethylaminomethyl,

D1

dimethylaminoethyl, dimethylaminopropyl, diethylaminopropyl, phenylaminomethyl, phenyl, 4-methylphenyl, 4-chlorophenyl, 4-bromophenyl, 4-fluorophenyl, 4-trifluoromethylphenyl, 2-methoxyphenyl, 4-methoxyphenyl, 4-nitrophenyl, 4-ethoxyphenyl, benzyl, 4-methylbenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-chlorobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 4-ethoxybenzyl, 4-nitrobenzyl, methylcarbonyl, 1-methylcarbonylmethyl, 2-phenylcarbonylethyl, isopropylcarbonyl, methoxycarbonyl, ethoxycarbonyl, 1,1-ethoxycarbonylmethyl, 2,2-ethoxycarbonylethyl, 1,2-ethoxycarbonylethyl, 2-methoxycarbonylpropyl, 3-methoxycarbonyl-propyl, 1-ethoxycarbonylmethyl, 1-ethoxycarbonylethyl, phenylcarbonyl, phenylcarbonylmethyl, pyridylcarbonylmethyl, pyridylmethyl, pyridylethyl, quinolinylmethyl, pyrrolylmethyl, indolylmethyl, thienyl, thiazolyl, thienylmethyl, thienylethyl, piperidinylmethyl, piperazinylmethyl, 4-(methanesulfonyl)-piperazinylmethyl, morpholinomethyl, morpholinoethyl, morpholinopropyl, thiomorpholinomethyl, thiomorpholinopropyl, 3-(4-methoxy-benzenesulfonyl)-aminopropyl, 3-hydroxy, 3-amino, or 3-phenoxy-propyl, 2-phenylethoxy, (1-methylhydantoin-3-yl)methyl, (1-ethylhydantoin-3-yl)methyl, (1-propylhydantoin-3-yl)methyl, (1-isopropylhydantoin-3-yl)methyl, (1-benzyl-hydantoin-3-yl)methyl, (1,5,5-trimethylhydantoin-3-yl)methyl, (1-butylhydantoin 3-yl)methyl, (1-butyl-5,5-dimethylhydantoin-3-yl)methyl, 2-(1-methylhydantoin-3-yl)methyl-2-methylethyl, methylthiomethyl, ethylthiomethyl, butylthiomethyl, phenylthiomethyl, (2-methoxy)phenylthiomethyl, benzylthiomethyl, (pyrid-2-yl)thiomethyl, (pyrid-2-yl)methylthiomethyl, (2-methyl-5-oxo-6-hydroxy-2,5-dihydro-1,2,4-triazin-3-yl)thiomethyl, (2-aminothiazol-5-yl)thiomethyl, (1-methyl-1H-imidazol-2-yl)thiomethyl, (1-methyl-1H-imidazol-2-yl)methylthiomethyl, (1-benzyl- 1H-imidazol-2-yl)thiomethyl, (1-benzyl-1H-imidazol-2-yl)methylthiomethyl, (1-methyltetrazol-5-yl)thiomethyl, (tetrazolo-[1,5b]pyridazin-6-yl)thiomethyl, (5-methylisoxazol-3-yl)thiomethyl, (5-methylisoxazol-3y1)methylthiomethyl, 2-benzylthio-2-methylethyl, 2-(pyrid-2-yl)methylthio-2-methyl-ethyl, 2-(1-methyl-1H-imidazol-2-yl)methylthio-2-methylethyl, 2-(1-benzyl-1H-imidazol-2-yl)methylthio-2-methylethyl, 2-(5-methylisoxazol-3-yl)methylthio-2-methylethyl, (4-methoxybenzene-sulfonyl)methyl, (4-butoxybenzenesulfonyl) methyl, (4-chlorobenzenesulfonyl)methyl, (4-bromobenzenesulfonyl)methyl, (n-butylsulfonyl)methyl, (n-octylsulfonyl)methyl, 3-(4-methoxy-benzenesulfonyl)propyl, (4-methylbenzenesulfonyl)

methyl, (benzenesulfonyl)methyl, (4-phenylbenzenesulfonyl)methyl, (4-n-butyl phenylsulfonyl) methyl, benzenecarbonylamino or cyclopentanecarbonylamino.

33. (Currently amended) The compound of Claim 4, wherein R<sub>2</sub> is (4-methoxybenzenesulfonyl)methyl, (4-fluorobenzenesulfonyl)methyl, (4-phenylbenzenesulfonyl)methyl, (4-n-butylphenylsulfonyl)methyl, benzenecarbonylamino, cyclopentanecarbonylamino, piperazinyl-methyl, 4-(methanesulfonyl)piperazinylmethyl, morpholinomethyl, (1-methylhydantoin-3-yl)methyl, (1,5,5-trimethylhydantoin-3-yl)methyl, (1-butylhydantoin-3-yl)methyl, 2-(1-methylhydantoin-3-yl)methyl-2-methylethyl, phenylthiomethyl, (2-methoxy)phenylthiomethyl, benzylthiomethyl, benzylthiomethyl, (pyrid-2-yl)thiomethyl, (pyrid-2-yl)methylthiomethyl, (5-methylisoxazol-3-yl)thiomethyl, (~~5-methylisoxazol-3-yl)methylthiomethyl (5-methylisoxazol-3-yl)methylthiomethyl~~, 2-benzylthio-2-methylethyl, 2(pyrid-2-yl)methylthio-2-methyl-ethyl, 2-(1-methyl-1H-imidazol-2-yl)methylthio-2-methylethyl, 2-(1-benzyl-1H-imidazol-2-yl)methylthio-2-methylethyl, or 2-(5-methylisoxazol-3-yl)methylthio-2-methylethyl.

34. (Previously Added) The compound of Claim 4, wherein Y is -OH.

35. (Previously Added) The compound of Claim 4, wherein Y is fluoro.

36. (Previously Added) The compound of Claim 4, wherein Y is NR<sub>9</sub>R<sub>10</sub>--